

**DECLARATION AND POWER OF ATTORNEY FOR DESIGN
AND UTILITY PATENT ORIGINAL APPLICATION**

**ATTORNEY'S DOCKET NO.:
960296.92905**

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name.

I believe that I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below of the subject matter which is claimed and for which a patent is sought on the invention entitled Primate Embryonic Stem Cells, the specification of which (check one) [X] is attached hereto,

[] was filed on _____ as Application No. _____ and was amended on _____ (if applicable).

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information which is material to the examination of this application in accordance with Title 37, Code of Federal Regulations § 1.56(a). In this regard, I hereby state that I do not know and do not believe that the same was ever known or used in the United States of America before my or our invention thereof, or patented or described in any printed publication in any country before my or our invention thereof or more than one year prior to this application, that the same was not in public use or on sale in the United States of America more than one year prior to this application, that the same has not been patented or made the subject of an inventors certificate issued before the date of this application in any country foreign to the United States of America on an application filed by me or my legal representatives or assigns more than six months (for a design patent application) or more than twelve months (for a utility patent application) prior to this application.

I hereby claim foreign priority benefits under Title 35, United States Code §119 of any foreign application(s) for patent or inventor's certificate listed below and have also identified below any foreign application for patent or inventor's certificate having a filing date before that of the application on which priority is claimed: None

3 I hereby appoint the following practitioner(s) to prosecute this application and all continuation and divisional application based thereon, and to transact all business in the Patent and Trademark Office connected therewith: Nicholas J. Seay 27,386, Jean C. Baker 35,433, Bennett J. Berson 37,094. Direct all telephone calls to Nicholas J. Seay, at telephone no. (608) 251-5000. Address all correspondence to: Nicholas J. Seay, c/o Quarles & Brady, P.O. Box 2113, Madison, WI 53701-2113.

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issuing thereon.

FULL NAME OF SOLE OR FIRST INVENTOR <i>James A. Thomson</i>	INVENTOR'S SIGNATURE <i>James A. Thomson</i>	DATE <i>1-18-95</i>
--	---	------------------------

RESIDENCE <i>WI</i> <i>Madison, Wisconsin</i>	CITIZENSHIP <i>US</i>
---	--------------------------

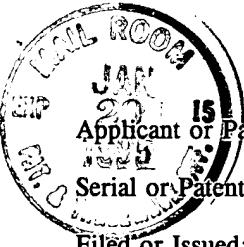
POST OFFICE ADDRESS <i>2451 Fiedler Lane #3, Madison, WI 53713</i>

FULL NAME OF SECOND JOINT INVENTOR	INVENTOR'S SIGNATURE	DATE
------------------------------------	----------------------	------

RESIDENCE	CITIZENSHIP
-----------	-------------

POST OFFICE ADDRESS

QBMAD1\63387



Attorney's Docket No. 960296.92905

Applicant or Patentee: James A. Thomson

Serial or Patent No.: _____

Filed or Issued: _____

For: PRIMATE EMBRYONIC STEM CELLS

**VERIFIED STATEMENT (DECLARATION) CLAIMING SMALL ENTITY
STATUS (37 CFR 1.9(f) and 1.27(d)) - NONPROFIT ORGANIZATION**

I hereby declare that I am an official empowered to act on behalf of the nonprofit organization identified below:

NAME OF ORGANIZATION: Wisconsin Alumni Research Foundation

ADDRESS OF ORGANIZATION: P.O. Box 7365, Madison, WI 53707-7365

TYPE OF ORGANIZATION

UNIVERSITY OR OTHER INSTITUTION OF HIGHER EDUCATION
 TAX EXEMPT UNDER INTERNAL REVENUE SERVICE CODE (26 USC 501(a) and 501(c)(3))
 NONPROFIT SCIENTIFIC OR EDUCATIONAL UNDER STATUTE OF STATE OF THE UNITED STATES OF AMERICA

(NAME OF STATE _____)

(CITATION OF STATUTE _____)

WOULD QUALIFY AS TAX EXEMPT UNDER INTERNAL REVENUE SERVICE CODE (26 USC 501(a) and 501(c)(3)) IF LOCATED IN THE UNITED STATES OF AMERICA

WOULD QUALIFY AS NONPROFIT SCIENTIFIC OR EDUCATIONAL UNDER STATUTE OF STATE OF THE UNITED STATES OF AMERICA IF LOCATED IN THE UNITED STATES OF AMERICA

(NAME OF STATE _____)

(CITATION OF STATUTE _____)

I hereby declare that the nonprofit organization identified above qualifies as a nonprofit organization as defined in 37 CFR 1.9(e) for purposes of paying reduced fees under Section 41(a) and (b) of Title 35, United States Code with regard to the invention entitled

PRIMATE EMBRYONIC STEM CELLS

by inventor(s) James A. Thomson

described in

the specification filed herewith.
 application serial no. 0 / _____, filed _____.
 patent no. _____, issued _____.

I hereby declare that rights under contract or law have been conveyed to and remain with the nonprofit organization with regard to the above identified invention.

If the rights held by the nonprofit organization are not exclusive, each individual, concern or organization having rights to the invention is listed below* and no rights to the invention are held by any person, other than the inventor, who would not qualify as an independent inventor under 37 CFR 1.9(c) if that person made the invention, or by any concern which would not qualify as a small business concern under 37 CFR 1.9(d) or a nonprofit organization under 37 CFR 1.9(e).

*NOTE: Separate verified statements are required from each named person, concern or organization having rights to the invention averring to their status as small entities. (37 CFR 1.27).

NAME: _____

ADDRESS: _____

INDIVIDUAL

SMALL BUSINESS CONCERN

NONPROFIT ORGANIZATION

NAME: _____

ADDRESS: _____

INDIVIDUAL

SMALL BUSINESS CONCERN

NONPROFIT ORGANIZATION

I acknowledge the duty to file, in this application or patent, notification of any change in status resulting in loss of entitlement to small entity status prior to paying, or at the time of paying, the earliest of the issue fee or any maintenance fee due after the date on which status as a small entity is no longer appropriate. (37 CFR 1.28(b))

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application, any patent issuing thereon, or any patent to which this verified statement is directed.

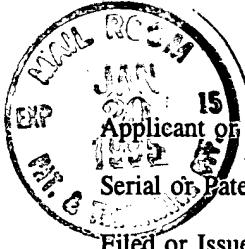
NAME OF PERSON SIGNING Richard H. Leazer

TITLE IN ORGANIZATION Managing Director

ADDRESS OF PERSON SIGNING Wisconsin Alumni Research Foundation

P.O. Box 7365, Madison, WI 53707-7365

SIGNATURE Richard H. Leazer Date Jan. 16, 1995



Attorney's Docket No. 960296.92905

Applicant or Patentee: James A. Thomson

Serial or Patent No.: _____

Filed or Issued: _____

For: PRIMATE EMBRYONIC STEM CELLS

**VERIFIED STATEMENT (DECLARATION) CLAIMING SMALL ENTITY
STATUS (37 CFR 1.9(f) and 1.27(b)) - INDEPENDENT INVENTOR**

As a below named inventor, I hereby declare that I qualify as an independent inventor as defined in 37 CFR 1.9(c) for purposes of paying reduced fees under Section 41(a) and (b) of Title 35, United States Code, to the Patent and Trademark Office with regard to the invention entitled PRIMATE EMBRYONIC STEM CELLS

described in

the specification filed herewith.
 application serial no. 0 / _____, filed _____.
 patent no. _____, issued _____.

I have not assigned, granted, conveyed or licensed and am under no obligation under contract or law to assign, grant, convey or license, any rights in the invention to any person who could not be classified as an independent inventor under 37 CFR 1.9(c) if that person had made the invention, or to any concern which would not qualify as a small business concern under 37 CFR 1.9(d) or a nonprofit organization under 37 CFR 1.9(e).

Each person, concern or organization to which I have assigned, granted, conveyed, or licensed or am under an obligation under contract or law to assign, grant, convey, or license any rights in the invention is listed below:

no such person, concern, or organization
 persons, concerns or organizations listed below*

*NOTE: Separate verified statements are required from each named person, concern or organization having rights to the invention averring to their status as small entities. (37 CFR 1.27)

NAME: Wisconsin Alumni Research Foundation

ADDRESS: P.O. Box 7365, Madison, WI 53707-7365

INDIVIDUAL SMALL BUSINESS CONCERN NONPROFIT ORGANIZATION

NAME: _____

ADDRESS: _____

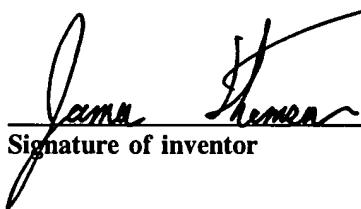
INDIVIDUAL SMALL BUSINESS CONCERN NONPROFIT ORGANIZATION

I acknowledge the duty to file, in this application or patent, notification of any change in status resulting in loss of entitlement to small entity status prior to paying, or at the time of paying, the earliest of the issue fee or any maintenance fee due after the date on which status as a small entity is no longer appropriate. (37 CFR 1.28(b))

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code, and that such willful false statements may jeopardize the validity of the application, any patent issuing thereon, or any patent to which this verified statement is directed.

James A. Thomson

Name of inventor

A handwritten signature in black ink, appearing to read "James A. Thomson".

Signature of inventor

Date 1/18/95

Name of inventor

Signature of inventor

Date _____

Name of inventor

Signature of inventor

Date _____